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Counsel for Plaintiffs

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

PAUL MIELE and CHARLES LEE, Derivatively
on Behalf of Nominal Defendant HEARTLAND
PAYMENT SYSTEMS, INC.,

Plaintiffs,

v.

ROBERT O. CARR, ROBERT H. B.
BALDWIN, MITCHELL L. HOLLIN, ROBERT
H. NIEHAUS, MARC J. OSTRO, JONATHAN
J. PALMER, GEORGE F. RAYMOND and
RICHARD W. VAGUE,

Defendants,

- and -

HEARTLAND PAYMENT SYSTEMS, INC.,

Nominal Defendant.

Civil Action No. 3:09-cv-4687-AET

**STIPULATION AND ORDER OF
DISMISSAL WITH PREJUDICE**

WHEREAS, on September 11, 2009, Plaintiffs brought the above-captioned shareholder derivative action on behalf of Heartland Payment Systems, Inc. (“Heartland”) against certain officers and directors of Heartland after making a litigation demand on Heartland’s Board of Directors (the “Board”);

WHEREAS, in response to the above, the Board appointed a special committee (the “Special Committee”) to conduct an investigation into Plaintiffs’ claims;

WHEREAS, the Special Committee retained independent counsel and, over the past seven months, conducted and completed its investigation;

WHEREAS, Plaintiffs had requested and have reviewed (as Plaintiffs in this shareholder derivative action) sections of a report prepared by the Special Committee, reflecting the Special Committee’s process and conclusions;

WHEREAS, based upon the above information provided to Plaintiffs, Plaintiffs and Defendants, by the undersigned counsel, stipulate and agree that the Verified Consolidated Shareholder Derivative Complaint in this action shall be dismissed with prejudice, with no compensation to Plaintiffs or relief from Defendants. Each party shall bear their own costs, expenses and attorneys’ fees.

NOW THEREFORE, the parties to the above-captioned action, through their respective counsel, stipulate and agree, subject to approval of the Court, as follows:

1. This action shall be dismissed with prejudice pursuant to Federal Rule of Civil Procedure 41(a); and
2. Each party shall bear its own costs, expenses and attorneys’ fees.

Dated: March 19, 2010

LITE DEPALMA GREENBERG, LLC

/s/ Joseph J. DePalma

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Counsel for Plaintiffs

Dated: March 19, 2010

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/s/ John O. Farley (with permission)

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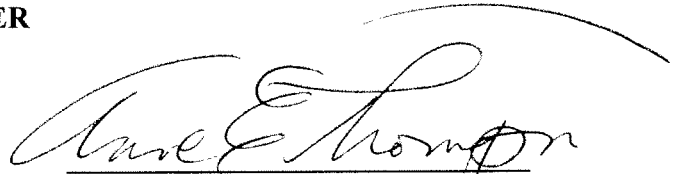
*Counsel for Nominal Defendant Heartland
Payment Systems, Inc.*

* * *

ORDER

IT IS SO ORDERED:

DATED: 3/22/10


The Honorable Anne E. Thompson
Senior United States District Judge